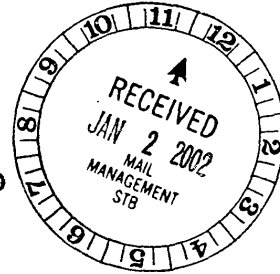




Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation



October 16, 2001

RECORDATION NO. 23831 FILED

JAN 16 '02 10-26 AM

SURFACE TRANSPORTATION BOARD

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) copy of the Memorandum of Locomotive Equipment Lease dated as of September 5, 2001 between the following parties:

Lessee: Big Eagle Rail, L.L.C
13905 McCorkle Avenue
Chesapeake, WV 25315

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (1) locomotive, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Locomotive Equipment Lease dated September 5, 2001 related to one (1) locomotive bearing reporting mark JTPX 5022.

Please file this agreement as a primary document. The amount of \$28.00 is included on Check # 16866 for the filing fees for this document. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 23831 FILED

MEMORANDUM OF
LOCOMOTIVE EQUIPMENT LEASE

JAN 16 '02 10-26 AM

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF LOCOMOTIVE EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 5th day of September, 2001, is intended to evidence the lease dated as of August 31, 2001 (the "Lease"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **BIG EAGLE RAIL, LLC**, a Virginia limited liability company, qualified to do business in West Virginia and a wholly owned subsidiary of Kanawha Eagle Coal, LLC ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one (1) locomotive described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor the locomotive at the rental and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**JOSEPH TRANSPORTATION
SERVICES, INC.**

By: Robert Gieryn

Name: Robert Gieryn

Title: Chief Financial Officer

Date: September 5, 2001

BIG EAGLE RAIL, LLC.

By: F.D. Robertson

Name: F.D. Robertson

Title: Manager

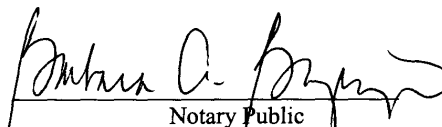
Date: 9-12-01

STATE OF OHIO

COUNTY OF HAMILTON

)
) SS:
)

The foregoing instrument was acknowledged before me this 5th day of September, 2001, by Robert Gieryn, the Chief Financial Officer of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.


Notary Public

My Commission expires:

February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Virginia

COUNTY OF Buchanan

)
) SS:
)

The foregoing instrument was acknowledged before me this 12th day of Sept., 2001, by F.D. Robertson, the Manager of Big Eagle Rail, LLC, a Virginia limited liability company, on behalf of the company.


Notary Public

My Commission expires:

June 30, 2004

EXHIBIT A

To the Memorandum of Lease dated September 5, 2001, between Joseph Transportation Services, Inc. and Big Eagle Rail, LLC.

DESCRIPTION OF UNITS

One (1) locomotive bearing reporting marks as follows:

JTPX 5022